

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11  
Case No. 05 -44481 (RDD)  
(Jointly Administered)

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

DISTRICT OF COLUMBIA       )  
  ) ss.:  
COUNTRY UNITED STATES    )

**John R. Hutchins**, being duly sworn, deposes and says:

1. I am a principal of Kenyon & Kenyon LLP ("Kenyon"), which maintains offices at: One Broadway, New York, NY 10004; 1500 K St., N.W., Washington, D.C. 20005; and 333 West San Carlos St., San Jose, CA 95110.

2. Neither I, Kenyon, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Kenyon has represented and advised the Debtors in intellectual property-related legal matters with respect to certain aspects of the Debtors' businesses, including representation of the Debtors with respect to a lawsuit presently pending in the United States District Court for the District of Columbia, captioned *Fleming v. Ford Motor Co.*, Case No. 1:05-CV-01333-RWR.

4. The Debtors have requested, and Kenyon has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.

5. Kenyon's current fees arrangement is such that Kenyon charges Debtors on an hourly basis for its time spent on legal and related services, and for its related disbursements, and submits its charges to Debtors on a monthly basis.

6. Except as set forth herein, no promises have been received by Kenyon or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Kenyon has no agreement with any entity to share with such entity any compensation received by Kenyon.


8. Kenyon and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Kenyon does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Kenyon, nor any partner, auditor, or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Kenyon is to be engaged.

10. The foregoing constitutes the statement of Kenyon pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).


FURTHER AFFIANT SAYETH NOT

KENYON & KENYON

By:   
Its: Partner

Sworn to before me this 19

day of January, 2008.

  
\_\_\_\_\_  
Notary Public

Valerie J. Wells  
Notary Public, District of Columbia  
My Commission Expires 07-31-2007

CERTIFICATE OF SERVICE

John R. Hutchins, a partner of Kenyon & Kenyon LLP, hereby certifies that on February 14, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.


Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.


United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated February 14, 2006

  
John R. Hutchins  
Kenyon & Kenyon LLP  
1500 K Street, N.W.  
Washington DC 20005

Sworn before me this 14th  
day of February, 2006.

  
\_\_\_\_\_  
Notary Public

Valerie J. Wells  
Notary Public, District of Columbia  
My Commission Expires 07-31-2007